

TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



September 26, 1994

RECORDATION NO. 17520-R, S, T, U FILED 142H

SEP 28 1994 -3 05 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Ms. Mildred Lee, Room 2303

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 8, Fifth Supplement)

Dear Ms. Lee:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

- Michael Peters*
- R* 1. Two (2) executed originals of Fifth Supplement to Equipment Trust Agreement, a primary document, dated as of September 22, 1994, between Trinity Industries Leasing Company and The Bank of New York, as Trustee;
 - S* 2. Two (2) executed originals of an Assignment, a primary document, dated September 22, 1994, between Trinity Industries Leasing company ("Assignor") and The Bank of New York, as Trustee ("Assignee");
 - T* 3. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 22, 1994, between Trinity Industries Leasing Company ("Seller") and The Bank of New York, as Trustee ("Buyer"); and
 - U* 4. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 22, 1994 between The Bank of New York, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Fifth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of September 9, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520 on September 10, 1991, along with an Assignment and Bill of Sale under

Recordation Nos. 17520-A and 17520-B, respectively; the First Supplement to Equipment Trust Agreement dated as of December 10, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-E on December 11, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 17520-C and 17520-D, respectively; the Second Supplement to Equipment Trust Agreement dated as of February 11, 1993 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-F on February 16, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 17520-G and 17520-H, respectively; and the Third Supplement to Equipment Trust Agreement dated as of August 30, 1993, between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-J on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 17520-K and 17520-L, and the Fourth Supplement to Equipment Trust Agreement dated as of February 16, 1994, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-N on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 17520-O and 17520-P, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to Three (3) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of The Bank of New York, the Trustee is 101 Barclay Street, 21st Floor, New York, New York 10007.

The railroad equipment covered by the Fifth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$72.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Fifth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Fifth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Fifth Supplement to Equipment Trust Agreement, a primary document, dated as of September 22, 1994, between Trinity Industries Leasing Company (as vendor and lessee), and The Bank of New York, as Trustee, and covering Two (2) railroad cars, and (ii) Assignment, a primary document, dated September 22, 1994, between Trinity Industries Leasing Company (as Assignor), and The Bank of New York, as Trustee, and covering Two (2) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 22, 1994, between Trinity Industries Leasing Company (as Seller), and The Bank of New York, as Trustee (as Buyer), and covering various railroad cars, and connected to the Fifth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated September 22, 1994, between The Bank of New York, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of September 9, 1991 referred to above.

Very truly yours,



Alice D. Buchanan
Paralegal

:ab
series.8-5

Enclosures

ICC-LTR.8-5

EXHIBIT A

1. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Union Carbide Corporation covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	5,851 cu.ft. Lo Covered Hopper Cars	TILX 58017,58018

RECORDATION NO. 17520-R
SEP 28 1994 - 3 05 PM
INTERSTATE COMMERCE COMMISSION

**FIFTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 8)

Dated as of September 22, 1994

Between

THE BANK OF NEW YORK, TRUSTEE

AND

TRINITY INDUSTRIES LEASING COMPANY

FIFTH SUPPLEMENT dated as of September 22, 1994 (herein called this "Fifth Supplement"), to the Equipment Trust Agreement dated as of September 9, 1991 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and THE BANK OF NEW YORK, a New York Banking Corporation, as Trustee (hereinafter in such capacity called the "Trustee").

PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Interstate Commerce Commission (the "ICC") on September 10, 1991 under Recordation No. 17520.

B. The First Supplement to the Trust Agreement, dated December 10, 1991, between the Company and the Trustee was filed with the ICC on December 11, 1991, under Recordation No. 17520-E. The Second Supplement to the Trust Agreement, dated February 11, 1993, between the Company and the Trustee was filed with the ICC on February 16, 1993, under Recordation No. 17520-F. The Third Supplement to the Trust Agreement, dated August 30, 1993, between the Company and the Trustee was filed with the ICC on September 1, 1993, under Recordation No. 17520-J. The Fourth Supplement to the Trust Agreement, dated February 16, 1994, between the Company and the Trustee was filed with the ICC on February 23, 1994, under Recordation No. 17520-N..

C. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the following leases: Three (3) railcars covered by the existing Lease Agreement dated November 1, 1989, between Trinity Industries Leasing Company and MNVA Railroad, Inc. (Partial Rider 1) described in Exhibit A to the Trust Agreement (the "Assigned Equipment").

D. Pursuant to Section 5.05(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

E. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibit A to the Trust Agreement the descriptions of the Substituted Equipment and Existing Leases contained in Exhibits A and B hereto; and in accordance with Section 4.01 of the Trust Agreement, the Substituted Equipment shall be Trust Equipment and

shall be included in the trust created thereunder and subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

3. Terms used in this Fifth Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

4. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement, the Second Supplement, the Third Supplement, the Fourth Supplement and this Fifth Supplement.

5. This Fifth Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Fifth Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Fifth Supplement. It shall not be necessary in making proof of this Fifth Supplement to produce or account for more than one such counterpart.

6. This Fifth Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Texas (including the conflicts of laws rules), including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TRINITY INDUSTRIES LEASING COMPANY

Attest:

Neil O. Shoen
Assistant Secretary

By:

F. Dean Phelps
F. Dean Phelps
Vice President

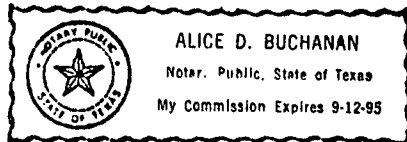
[SEAL]

STATE OF TEXAS §
 § ss.
COUNTY OF DALLAS §

On this 22nd day of September, 1994, before me personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public Alice D. Buchanan

My Commission Expires: 9-12-95



THE BANK OF NEW YORK, Trustee

By: [Signature]
Name: WALTER N. GITLIN
Title: VICE PRESIDENT

Attest: [Signature]

[SEAL]

STATE OF NEW YORK §
 § ss.
COUNTY OF NEW YORK §

On this 26th day of September, 1994, before me personally appeared WALTER N. GITLIN, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of THE BANK OF NEW YORK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public William J. Cassels

My Commission Expires: _____

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 1996

EXHIBIT A

1. Railroad Car Lease Agreement, dated July 1, 1987, between Trinity Industries Leasing Company and Union Carbide Corporation covering the following described railroad cars (Partial Rider 3):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
2	5,851 cu.ft. Lo Covered Hopper Cars	TILX 58017,58018

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
2 Hopper Cars	Lo	5,851 cu.ft.	TILX 58017,58018	12/88